



13 February 2008

Exemption File No. 82-35011

Securities and Exchange Commission Division of Corporation Finance 450 Fifth Street, N.W. Washington, D.C. 20549 USA

SEC Mail Processing Section FEB 2 02008

Ladies and Gentlemen

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Re:

**Emeco Holdings Limited** 

Rule 12g3-2(b) Exemption File No. 82-35011

Pursuant to Rule 12g3-2(b)(1), enclosed are the following documents to supplement the information previously provided with respect to Emeco Holdings Limited's (the "Company") request for exemption under Rule 12g3-2(b):

1. Market Announcement, 13 February 2008 – Notice of Change of Substantial Shareholder – Maple-Brown Abbott Limited

This information is being furnished on the understanding that such information and documents will not be deemed "filed" with the SEC or otherwise subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and that neither this letter nor the furnishing of such information and documents shall constitute an admission for any purpose that the Company is subject to the Exchange Act.

Please do not hesitate to contact the undersigned by telephone: 61 (8) 9420 0222 in Australia, facsimile: 61 (8) 9321 1366 or by email: michael.kirkpatrick@emecoequipment.com if you have any questions.

Please acknowledge receipt of this letter and the enclosed materials by date stamping the enclosed receipt copy of this letter and please return it to Mike Kirkpatrick at the address below.

Thank you for your attention.

Regards

Nicole Burns

PO Box 1173

Australia

West Perth WA 6872

PA to Company Secretary

Encl (1)

Ground Floor, 10 Ord Street West Perth WA 6005 Australia Telephone: + 61 8 9420 0222 Facsimile: +61 8 9321 1366

Emeco Holdings Limited A.C.N. 112 188 815

Corporations Act 2001 Section 671B

# Notice of change of interests of substantial holder

To Company Name/Scheme

Emeco Holdings Limited

ACN/ARSN

112 188 815

# 1. Details of substantial holder(1)

Name

Maple-Brown Abbott Limited

ACN/ARSN (if applicable)

001 208 564

There was a change in the interests of the

substantial holder on

08 /02 / 08

The previous notice was given to the company on

07 /02 / 08

The previous notice was dated

05 /02 / 08

# 2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice |                  | Present notice |                  |
|-------------------------|-----------------|------------------|----------------|------------------|
| ·                       | Person's votes  | Voting power (5) | Person's votes | Voting power (5) |
| Fully paid ordinary     | 38,792,063      | 6.15%            | 45,607,652     | 7.23*            |
| shares                  |                 |                  |                |                  |

## 3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose<br>relevant interest<br>changed | Nature of change (6) | Consideration given in relation to change (7) | Class and<br>number of<br>securities<br>affected | Person's votes<br>affected |
|----------------|--|----------------------|---|--|----------------------------|
| 08/02/08       | Refer Annexure A                             | Purchases            | Refer   | Annexure   | B                          |
|                |  |                      |   |  |                            |

### 4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of<br>relevant<br>interest | Registered<br>holder of<br>securities | Person entitled<br>to be registered<br>as holder (B) | Nature of relevant interest (6) | Class and<br>number of<br>securities | Person's votes |
|-----------------------------------|---------------------------------------|--|---------------------------------|--------------------------------------|----------------|
|                                   |                                       | Refer Annexure                                       | C                               |                                      |                |
|                                   |                                       |  |                                 |                                      |                |
|                                   |                                       |  |                                 |                                      |                |

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# 5. 'Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A                               | N/A                   |
|                                   |                       |

### 6. Addresses

The addresses of persons named in this form are as follows:

| Name                   | Address                                   |
|------------------------|---|
| Maple-Brown Abbott Ltd | Level 30, 20 Bond Street, Sydney NSW 2000 |
|                        |   |

# Signature

| print name Richard Grundy | capaci | ty Comp | any | Secretary |
|---------------------------|--------|---------|-----|-----------|
| sign here                 | date   | 12/     | 02  | /08       |

### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, becom'e entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

# Emeco Holdings Registered Shareholdings as at 5 February 2008

Address

| Registered Name | RBC Dexia Investor Services Trust | Brown Brothers Harriman | Citicorp Nominees Pty Ltd | National Nominees Limited |
|-----------------|-----------------------------------|-------------------------|---------------------------|---------------------------|
| 낌               | 2                                 | Bi                      | Ü                         | ž                         |

| Level 16 & 17, 2 Park Street, SYDNEY NSW 2000 | 40 Water Street, BOSTON MA 02109 | Level 2, 350 Collins Street, MELBOURNE VIC 3001 | GPO Box 1406M, MELBOURNE VIC 3001 |
|---|----------------------------------|---|-----------------------------------|
|---|----------------------------------|---|-----------------------------------|

Holding 36,423,378 1,452,819 750,000 165,866

Annexure B

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# Emeco Holdings

# Net Trades between 6 February 2008 and 8 February 2008

| <u>Date</u> | <u>Quantity</u> | <u>Consideration</u> |
|-------------|-----------------|----------------------|
| 06-Feb-2008 | 1,250,000       | 960,133.13           |
| 07-Feb-2008 | 4,652,551       | 3,540,026.32         |
| 08-Feb-2008 | 913,038         | 688,950.51           |
|             | 6,815,589       | <u>5,189,109.96</u>  |

# Emeco Holdings Registered Shareholdings as at 8 February 2008

|  | Emeco<br>Registered Shareholdi   |
|--|----------------------------------|
| Registered Name<br>RBC Dexia Investor Services Trust | <u>Address</u><br>Level 16 & 17, |
| Brown Brothers Harriman                              | 40 Water Stree                   |
| Citicorp Nominees Pty Ltd                            | Level 2, 350 C                   |
| National Nominees Limited                            | GPO Box 140¢                     |
| RBC Dexia Investor Services Bank S.A. (Dublin)       | George's Quay                    |

| Level 16 & 17, 2 Park Street, SYDNEY NSW 2000 | 40 Water Street, BOSTON MA 02109 | Level 2, 350 Collins Street, MELBOURNE VIC 3001 | GPO Box 1406M, MELBOURNE VIC 3001 | George's Quay House, 43 Townsend Street, DUBLIN 2 IRELAND |
|---|----------------------------------|---|-----------------------------------|---|
|---|----------------------------------|---|-----------------------------------|---|

Holding 42,777,641 1,452,819 1,200,000 165,866 11,326 45,607,652

